

**STATE OF MICHIGAN
MICHIGAN DEPARTMENT OF ENERGY, LABOR AND ECONOMIC GROWTH
OFFICE OF FINANCIAL AND INSURANCE REGULATION**

Before the Commissioner of the Office of Financial and Insurance Regulation

In the matter of:

**NORTHBROOK INVESTMENT
MANAGEMENT, LLC**

Enforcement Case No. 08-5565

**2149 Jolly Road, Suite 500
Okemos, MI 48864**

Respondent.

CONSENT ORDER AND STIPULATION

Issued and entered

on June 16th, 2009

by Stephen R. Hilker

Chief Deputy Commissioner

I.

FINDINGS OF FACT AND CONCLUSIONS OF LAW

Northbrook Investment Management, LLC (the "Respondent") by and through its attorneys, Dykema Gossett PLLC, and the Michigan Office of Financial and Insurance Regulation ("OFIR"), stipulate to the following facts:

A. On November 6, 2007, an OFIR securities examination manager conducted an examination of Respondent's books and records.

B. In a letter dated January 4, 2008, OFIR indicated that the examination revealed that from 2004-2006 Respondent collected approximately One Hundred and Fifteen Thousand Dollars (\$115,000) in performance fees in violation of Section 102(b)(1) of the Michigan Uniform Securities Act, Act 265 of 1964, as amended (the "MUSA").

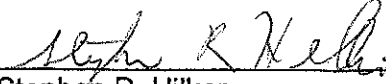
Without admitting or denying any of the foregoing allegations, and without admitting or denying any violations of the MUSA, Respondent stipulates and consents to entry of the following Order:

**II.
ORDER**

Based upon the foregoing findings of fact and conclusions of law, **IT IS HEREBY ORDERED**, pursuant to Section 408 of the Act, MCL 451.808, that:

1. Respondent shall pay to the State of Michigan, through OFIR, a civil fine in the amount of Two Thousand Dollars (\$2,000). Upon issuance and entry of this Consent Order and Stipulation, OFIR will send an Invoice to Respondent and Respondent shall pay the fine by the due date printed in the Invoice.
2. Respondent shall comply with the provisions of the MUSA, including but not limited to, Section 102(b)(1) of the MUSA and shall not collect any advisory fee based on the performance of a client's account.

OFFICE OF FINANCIAL AND
INSURANCE REGULATION



Stephen R. Hilker
Chief Deputy Commissioner

III.
STIPULATION

I, William W. Kregel, acting on behalf of Northbrook Investment Management, LLC, have read and understand the Consent Order above. I agree that the Commissioner has jurisdiction and authority to issue this Consent Order pursuant to the Michigan Uniform Securities Act. I waive the right to a hearing in this matter if this Consent Order is issued. I understand that the Consent Order will be presented to the Commissioner for approval and the Commissioner may or may not issue this Consent Order. I waive any objection to the Commissioner deciding this case following a hearing in the event the Consent Order is not approved.

Dated: 6/1/09



DYKEMA GOSSETT, PLLC

By: William W. Kregel P67765
39577 Woodward Ave., Ste. 300
Bloomfield Hills, MI 48304
(248) 203-0700

Attorney for Respondent

The OFIR staff approves this stipulation and recommends that the Commissioner issue the above Consent Order.



Elizabeth V. Bolden P69865
Staff Attorney – OFIR

Attorney for Petitioner